

RESOLUTION NO. 09-23

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING A LOAN IN AN AMOUNT NOT TO EXCEED \$14,500,000 PURSUANT TO A MASTER LOAN AGREEMENT TO PROVIDE FINANCIAL ASSISTANCE FOR THE DEVELOPMENT OF CERTAIN ECONOMIC DEVELOPMENT FACILITIES FOR THE BENEFIT OF THE JOHN THOMAS DYE SCHOOL, PROVIDING THE TERMS AND CONDITIONS OF THE ISSUANCE OF SAID LOAN AND OTHER MATTERS RELATING THERETO AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS HEREIN SPECIFIED

WHEREAS, the California Infrastructure and Economic Development Bank (the "Issuer") was established pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act (California Government Code Section 63000 and following) (the "Act"), for the purpose of promoting economic development; and

WHEREAS, the Issuer is authorized to issue tax-exempt obligations to provide financing for economic development facilities (as such term is defined in the Act) located in the State of California; and

WHEREAS, The John Thomas Dye School, a California nonprofit public benefit corporation (the "Borrower"), has submitted an application to the Issuer for assistance in financing and refinancing the construction and development of an approximately 15,000 square foot academic building, a parking structure, two administrative pavilions and other ancillary facilities and acquiring personal property and equipment therefor (collectively, the "Project") at the Borrower's campus located at 11414, 11415 and 11364 Chalon Road, Los Angeles, California 90049 and paying certain costs of the Project, including costs of issuance of the obligations; and

WHEREAS, the Borrower has represented that it intends to use the facilities designed, acquired, developed or constructed with the proceeds of the obligations to further its operation of an independent primary school, which operation is consistent with the definition of an economic development facility in the Act; and

WHEREAS, for these purposes, the Borrower has requested the Issuer to (a) to authorize the issuance of tax-exempt obligations from time to time, pursuant to a plan of finance, in an aggregate principal amount not to exceed \$14,500,000 (the "Loan"), (b) to provide the Loan proceeds to the Borrower to finance and refinance the Project (the "Borrower Loan"), (c) to provide for the payment of the principal of, premium, if any, and interest on the Loan with revenues derived from the Borrower's payment of the Borrower Loan, and (d) to take and authorize certain other actions in connection with the foregoing; and

WHEREAS, the Issuer may not make the Loan to assist in financing and refinancing the Project until the Board of Directors of the Issuer makes certain determinations relating to the Project as required by the Act; and

WHEREAS, there is now on file with the Secretary of the Issuer the following:

(a) a proposed form of the Master Loan Agreement (the "Master Loan Agreement"), to be entered into by and among the California Bank & Trust (the "Lender"), the Issuer and the Borrower, and

(b) a proposed form of a tax agreement between the Issuer and the Borrower, concerning the exclusion of interest on the Loan from gross income for federal income tax purposes;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the California Infrastructure and Economic Development Bank, as follows:

Section 1. Pursuant to sections 63046 and 63047 of the Act, and based upon the representations of the Borrower, the Board of Directors of the Issuer hereby finds and determines as follows:

the Project is located in the State of California,

the Borrower is capable of meeting the obligations incurred under the agreements approved by this resolution,

the payments to be made by the Borrower to the Issuer under the Master Loan Agreement are adequate to pay the current expenses of the Issuer in connection with the financing and to make payments on the Loan,

the proposed financing or refinancing is appropriate for the Project, and

that the Project is consistent with any existing local or regional comprehensive plans.

The finding with respect to (b) above, as it relates to Borrower's payment obligations under the Master Loan Agreement, is based upon the commitment of the Lender to provide the funds for the Loan.

Section 2. Based on the information provided and representations made by the Borrower, the Board hereby finds and determines that the Project demonstrates clear evidence of a defined public benefit in providing additional educational resources within Borrower's community and will create both additional temporary and permanent employment..

Section 3. The Issuer authorizes and approves the Loan to the Borrower in order to finance or refinance costs of the Project pursuant to the terms and provisions of the Master Loan Agreement as approved by this resolution. The proposed form of the Master Loan Agreement on file with the Secretary of the Issuer (the "Secretary") is hereby approved and the Executive

Director of the Issuer (the "Executive Director"), Chair of the Board, or the Chair's designee, each acting alone, is hereby authorized and directed, for and on behalf and in the name of the Issuer, to execute, acknowledge and deliver the Master Loan Agreement in substantially said form, with such insertions and changes therein as may be necessary or appropriate to cause the same to carry out the intent of this resolution and as the officer or official executing the same, with advice of the Issuer's counsel, may require or approve, such requirement or approval to be conclusively evidenced by the execution and delivery thereof. The Secretary is authorized to attest the execution of the Master Loan Agreement.

Section 4. The proposed form of tax agreement on file with the Secretary is hereby approved and the Executive Director, the Chair of the Board or the Chair's designee, each acting alone, is hereby authorized and directed, for and in the name and on behalf of the Issuer, to deliver to the Borrower and counsel to the Issuer a tax agreement in substantially said form, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this resolution and as the officer or official executing the same, with the advice of the Issuer's counsel, may require or approve, such requirement or approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The Issuer approves the issuance of the Loan on a tax-exempt basis in an amount not to exceed the aggregate principal amount of \$14,500,000 for the Project in accordance with the terms of and to be secured by the Master Loan Agreement. Payment of the principal of, premium, if any, and the interest on, the Loan shall be made solely from the revenues to be received by the Issuer from the Borrower pursuant to the terms of the Master Loan Agreement, and the Loan shall not be deemed to constitute a debt or liability of the State of California or the Issuer, except as to the Issuer to the limited extent provided in the Master Loan Agreement. Neither the full faith and credit nor the taxing power of the State of California is pledged to the payment of the principal of, and interest on, the Loan. The Loan shall be dated the date of its issuance and shall be paid in lawful money of the United States at the time or times and place or places provided in the Master Loan Agreement. The Loan shall be in the denominations as provided in the Master Loan Agreement, mature on the date or dates provided in the Master Loan Agreement which shall not be later than 15 years from the date of issuance thereof, be subject to redemption as provided in the Master Loan Agreement, and shall bear interest at rates to be determined in accordance with the Master Loan Agreement, which rates shall not exceed the lesser of 12% per annum or the highest rate of interest permitted by the laws of the State of California.

Section 6. The Executive Director, the Chair of the Board or the Chair's designee, each acting alone, is hereby authorized to execute and deliver any and all a) documents, certificates and instruments, including, without limitation, a no arbitrage certificate and certifications of authority, which they or bond counsel may deem necessary or advisable to consummate the issuance and delivery of the Loan, b) documents, certificates and instruments required related to the transfer of the Loan by the Lender to an entity which the Lender will certify is an "affiliate" of the Lender or an entity which will certify to being a "qualified institutional investor" as those terms are defined in Federal securities law, so long as the documents do not materially alter the terms of the Master Loan Agreement and so long as such documents are in accordance with the Master Loan Agreement and the intent of this resolution, and c) documents, certificates and instruments otherwise to effectuate the purposes of this resolution.

Section 7. All actions heretofore taken by the officers and employees of the Issuer with respect to the approval and issuance of the Loan are hereby approved, confirmed and ratified. The officers of the Issuer and their authorized designees, deputies, agents and counsel are hereby authorized and directed, jointly and severally, to perform their duties and execute and deliver any and all certificates which they, counsel to the Issuer or bond counsel may deem necessary or advisable in order to consummate the issuance and delivery of the Loan and otherwise to effectuate the purposes of this resolution.

Section 6. This resolution shall take effect immediately upon its passage.

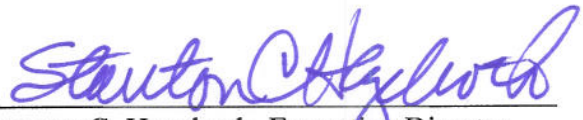
PASSED, APPROVED, AND ADOPTED at a meeting of the California Infrastructure and Economic Development Bank on June 23, 2009, by the following vote:

AYES: Berte, Sheehy, Lujano, Aguiar, Rice


NOES: NONE

ABSENT: NONE

ABSTAIN: NONE

By 
Stanton C. Hazelroth, Executive Director

Attest:

By 
Roma Cristia-Plant, Secretary